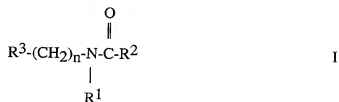


What is claimed is:

1. A compound having the Formula I

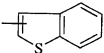

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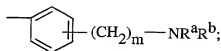


wherein

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R^1 is pyridyl, $-\text{CH}_2$ -pyridyl, substituted pyridyl, $-\text{CH}_2$ -substituted pyridyl,

phenyl, substituted phenyl,  ,  , or

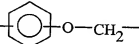


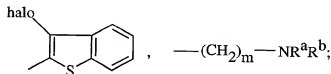
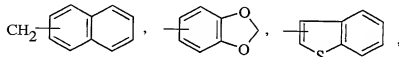
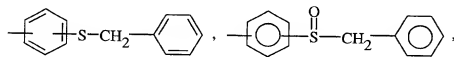
each R^a and R^b are independently hydrogen or C_1 - C_6 alkyl;

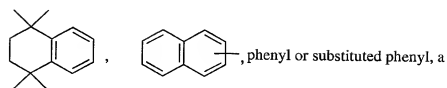
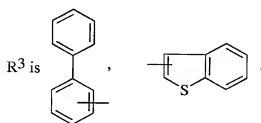
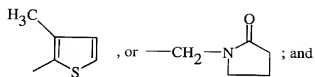
m is 0 to 4;

15

n is 0, 1, or 2;

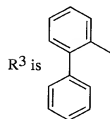
R^2 is substituted phenyl, phenyl,  ,



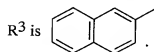


5 pharmaceutically acceptable salt thereof.

2. A compound in accordance with Claim 1 wherein



3. A compound in accordance with Claim 1 wherein



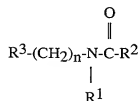
10 4. A compound in accordance with Claim 1 wherein R^1 is pyridyl, or $\text{---CH}_2\text{---pyridyl}$.

5. A compound in accordance with Claim 1 wherein R^1 is substituted phenyl or substituted pyridyl.

6. A compound in accordance with Claim 1 wherein
 R^2 is substituted phenyl, or phenyl.

7. A compound having the Formula I

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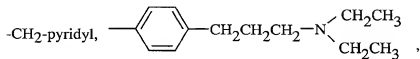


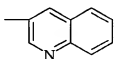
I

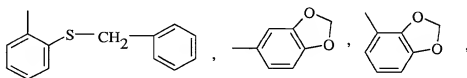
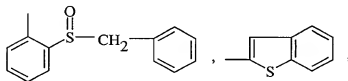
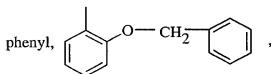
wherein

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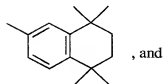
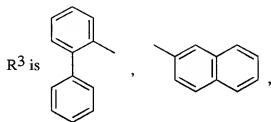
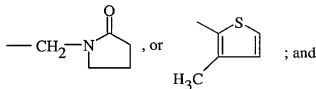
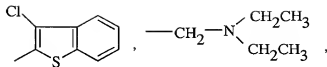
R^1 is pyridyl, substituted phenyl, phenyl



substituted pyridyl, or ; R^2 is substituted phenyl,



15



5 substituted phenyl, or a pharmaceutically acceptable salt thereof.

8. The compounds:

2-Benzylsulfanyl-*N*-(4-methoxy-benzyl)-*N*-(4-methoxy-phenyl)-benzamide;

N-(3,5-Di-*tert*-butyl-benzyl)-3,4-dimethoxy-*N*-phenyl-benzamide;

10 *N*-(3,5-Bis-trifluoromethyl-benzyl)-3,4-dimethoxy-*N*-phenyl-benzamide;

N-(3,5-Dibromo-benzyl)-3,4-dimethoxy-*N*-phenyl-benzamide;

3,4-Dimethoxy-*N*-(4-methoxy-benzyl)-*N*-phenyl-benzamide;

3,4-Dimethoxy-*N*-(3-methoxy-benzyl)-*N*-phenyl-benzamide;

15 *N*-(3,4-Dichloro-benzyl)-3,4-dimethoxy-*N*-phenyl-benzamide;

3,4-Dimethoxy-*N*-naphthalen-2-ylmethyl-*N*-phenyl-benzamide;

N-(4-*tert*-Butyl-benzyl)-3,4-dimethoxy-*N*-phenyl-benzamide; and

N-Biphenyl-2-ylmethyl-3,4-dimethoxy-*N*-phenyl-benzamide.

9. The compounds:

20 *N*-(3,4-Dichloro-benzyl)-*N*-(2-methoxy-phenyl)-benzamide;

- N*-(3,5-Di-*tert*-butyl-benzyl)-*N*-[4-(3-diethylamino-propyl)-phenyl]-benzamide;
N-(3,5-Bis-trifluoromethyl-benzyl)-*N*-[4-(3-diethylamino-propyl)-phenyl]-benzamide;
5 *N*-(3,5-Dibromo-benzyl)-*N*-[4-(3-diethylamino-propyl)-phenyl]-benzamide;
 N-[4-(3-Diethylamino-propyl)-phenyl]-*N*-(4-methoxy-benzyl)-benzamide;
 N-[4-(3-Diethylamino-propyl)-phenyl]-*N*-(3-methoxy-benzyl)-benzamide;
10 *N*-(3,4-Dichloro-benzyl)-*N*-[4-(3-diethylamino-propyl)-phenyl]-benzamide;
 N-[4-(3-Diethylamino-propyl)-phenyl]-*N*-naphthalen-2-ylmethyl-benzamide;
15 *N*-Biphenyl-2-ylmethyl-*N*-[4-(3-diethylamino-propyl)-phenyl]-benzamide; and
 3-Methyl-thiophene-2-carboxylic acid (4-iodo-phenyl)-(5,5,8,8-tetramethyl-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl)-amide.
10. The compounds:
- 20 *N*-(4-Methoxy-benzyl)-*N*-phenyl-benzamide;
 N-(3-Methoxy-benzyl)-*N*-phenyl-benzamide;
 3,4,5-Trimethoxy-*N*-naphthalen-2-ylmethyl-*N*-quinolin-3-yl-benzamide;
 N-(4-*tert*-Butyl-benzyl)-3,4,5-trimethoxy-*N*-quinolin-3-yl-benzamide;
25 *N*-Biphenyl-2-ylmethyl-3,4,5-trimethoxy-*N*-quinolin-3-yl-benzamide;
 3,4,5-Trimethoxy-*N*-(6-methoxy-pyridin-3-yl)-*N*-(5,5,8,8-tetramethyl-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl)-benzamide;
30 *N*-(3,5-Di-*tert*-butyl-benzyl)-3,4,5-trimethoxy-*N*-(6-methoxy-pyridin-3-yl)-benzamide;
 N-(3,4-Dichloro-benzyl)-3,4,5-trimethoxy-*N*-(6-methoxy-pyridin-3-yl)-benzamide;
 4-Isopropyl-*N*-pyridin-3-yl-*N*-(5,5,8,8-tetramethyl-5,6,7,8-tetrahydro-naphthalen-2-ylmethyl)-benzamide; and
35 4-Isopropyl-*N*-(3-methoxy-benzyl)-*N*-pyridin-3-yl-benzamide.

11. The compounds:

- 4-Isopropyl-*N*-naphthalen-2-ylmethyl-*N*-pyridin-3-yl-benzamide;
N-(4-tert-Butyl-benzyl)-4-isopropyl-*N*-pyridin-3-yl-benzamide;
N-Biphenyl-2-ylmethyl-4-isopropyl-*N*-pyridin-3-yl-benzamide;
 5 2-Ethoxy-*N*-pyridin-3-yl-*N*-(5,5,8,8-tetramethyl-5,6,7,8-tetrahydro-
 naphthalen-2-ylmethyl)-benzamide;
N-(3,5-Di-tert-butyl-benzyl)-2-ethoxy-*N*-pyridin-3-yl-benzamide;
N-(3,5-Dibromo-benzyl)-2-ethoxy-*N*-pyridin-3-yl-benzamide;
 2-Ethoxy-*N*-(4-methoxy-benzyl)-*N*-pyridin-3-yl-benzamide;
 10 2-Ethoxy-*N*-(3-methoxy-benzyl)-*N*-pyridin-3-yl-benzamide;
N-(3,4-Dichloro-benzyl)-2-ethoxy-*N*-pyridin-3-yl-benzamide; and
 2-Ethoxy-*N*-naphthalen-2-ylmethyl-*N*-pyridin-3-yl-benzamide.

12. The compounds:

- N*-(4-tert-Butyl-benzyl)-2-ethoxy-*N*-pyridin-3-yl-benzamide;
 15 *N*-Biphenyl-2-ylmethyl-2-ethoxy-*N*-pyridin-3-yl-benzamide;
N-(6-Butoxy-pyridin-3-yl)-2-diethylamino-*N*-(5,5,8,8-tetramethyl-
 5,6,7,8-tetrahydro-naphthalen-2-ylmethyl)-acetamide;
N-(6-Butoxy-pyridin-3-yl)-*N*-(4-tert-butyl-benzyl)-2-diethylamino-
 acetamide;
 20 '*N*-Biphenyl-2-ylmethyl-*N*-(6-butoxy-pyridin-3-yl)-2-
 diethylamino-acetamide;
N-(2-Methoxy-phenyl)-*N*-naphthalen-2-ylmethyl-benzamide;
N-(4-Methoxy-benzyl)-*N*-(2-methoxy-phenyl)-benzamide;
N-(3-Methoxy-benzyl)-*N*-(2-methoxy-phenyl)-benzamide;
 25 *N*-Biphenyl-2-ylmethyl-*N*-(2-methoxy-phenyl)-benzamide; and
N-[4-(3-Diethylamino-propyl)-phenyl]-*N*-(5,5,8,8-tetramethyl-
 5,6,7,8-tetrahydro-naphthalen-2-ylmethyl)-benzamide.

13. The compounds:

- N*-Biphenyl-2-ylmethyl-2-ethoxy-*N*-(6-methoxy-pyridin-3-yl)-
 30 benzamide;
N-Biphenyl-2-ylmethyl-2-methoxy-*N*-(6-methoxy-pyridin-3-yl)-
 benzamide;
N-Biphenyl-2-ylmethyl-2-methoxy-*N*-pyridin-3-ylmethyl-
 benzamide;
 35 Benzo[b]thiophene-2-carboxylic acid biphenyl-2-ylmethyl-pyridin-
 4-yl-amide;

N-Biphenyl-2-ylmethyl-*N*-(6-methoxy-pyridin-3-yl)-2-nitro-benzamide;

N-Biphenyl-2-ylmethyl-4-ethoxy-*N*-(6-methoxy-pyridin-3-yl)-benzamide;

5 *N*-Biphenyl-2-ylmethyl-2-ethoxy-*N*-pyridin-3-ylmethyl-benzamide;

Benzo[1,3]dioxole-4-carboxylic acid biphenyl-2-ylmethyl-pyridin-3-ylmethyl-amide;

10 *N*-Biphenyl-2-ylmethyl-2-bromo-*N*-pyridin-3-ylmethyl-benzamide; and

3-Chloro-benzo[b]thiophene-2-carboxylic acid biphenyl-2-ylmethyl-pyridin-3-ylmethyl-amide.

14. The compounds:

15 *N*-Biphenyl-2-ylmethyl-2-nitro-*N*-pyridin-3-ylmethyl-benzamide;
2-Benzoyloxy-*N*-biphenyl-2-ylmethyl-*N*-pyridin-3-ylmethyl-benzamide;

N-Biphenyl-2-ylmethyl-4-ethoxy-*N*-pyridin-3-ylmethyl-benzamide;

20 *N*-Biphenyl-2-ylmethyl-4-methoxy-*N*-(4-methoxy-phenyl)-benzamide;

N-Biphenyl-2-ylmethyl-2-ethoxy-*N*-(4-methoxy-phenyl)-benzamide;

25 Benzo[1,3]dioxole-5-carboxylic acid biphenyl-2-ylmethyl-(4-methoxy-phenyl)-amide;

N-Biphenyl-2-ylmethyl-2,4-dimethoxy-*N*-(4-methoxy-phenyl)-benzamide;

2-Benzoyloxy-*N*-biphenyl-2-ylmethyl-*N*-(4-methoxy-phenyl)-benzamide;

30 *N*-Biphenyl-2-ylmethyl-2-bromo-*N*-(4-methoxy-phenyl)-benzamide; and

Benzo[1,3]dioxole-4-carboxylic acid biphenyl-2-ylmethyl-(6-methoxy-pyridin-3-yl)-amide.

15. The compounds:

35 *N*-Biphenyl-2-ylmethyl-2-ethoxy-*N*-pyridin-2-yl-benzamide;

N-Biphenyl-2-ylmethyl-2-bromo-*N*-pyridin-2-yl-benzamide;

N-Biphenyl-2-ylmethyl-2-nitro-*N*-pyridin-2-yl-benzamide;

- 2-Benzoyloxy-*N*-biphenyl-2-ylmethyl-*N*-pyridin-2-yl-benzamide;
N-Biphenyl-2-ylmethyl-2-bromo-*N*-pyridin-3-yl-benzamide;
 3-Chloro-benzo[*b*]thiophene-2-carboxylic acid biphenyl-2-ylmethyl-pyridin-3-yl-amide;
- 5 Benzo[*b*]thiophene-2-carboxylic acid biphenyl-2-ylmethyl-pyridin-3-yl-amide;
 N-Biphenyl-2-ylmethyl-2-nitro-*N*-pyridin-3-yl-benzamide;
 N-Biphenyl-2-ylmethyl-2-ethoxy-*N*-pyridin-4-yl-benzamide; and
 N-Biphenyl-2-ylmethyl-2-methoxy-*N*-pyridin-4-yl-benzamide.
- 10 16. The compounds:
 Benzo[1,3]dioxole-4-carboxylic acid biphenyl-2-ylmethyl-pyridin-4-yl-amide;
 N-Biphenyl-2-ylmethyl-2-bromo-*N*-pyridin-4-yl-benzamide;
 N-Biphenyl-2-ylmethyl-2-nitro-*N*-pyridin-4-yl-benzamide;
- 15 2-Benzoyloxy-*N*-biphenyl-2-ylmethyl-*N*-pyridin-4-yl-benzamide;
 N-Biphenyl-2-ylmethyl-4-ethoxy-*N*-pyridin-4-yl-benzamide;
 Benzo[*b*]thiophene-2-carboxylic acid biphenyl-2-ylmethyl-pyridin-3-ylmethyl-amide;
 N-Biphenyl-2-ylmethyl-*N*-(4-methoxy-phenyl)-2-methylsulfanyl-benzamide;
- 20 *N*-Biphenyl-2-ylmethyl-2-isopropylsulfanyl-*N*-(4-methoxy-phenyl)-benzamide;
 N-Biphenyl-2-ylmethyl-*N*-(3-methoxy-phenyl)-2-propylsulfanyl-benzamide; and
- 25 *N*-Biphenyl-2-ylmethyl-*N*-(3-methoxy-phenyl)-2-methylsulfanyl-benzamide.
17. The compounds:
 N-Biphenyl-2-ylmethyl-2-isopropylsulfanyl-*N*-(3-methoxy-phenyl)-benzamide;
- 30 2-Benzylsulfanyl-*N*-biphenyl-2-ylmethyl-*N*-(3-methoxy-phenyl)-benzamide;
 2-Benzylsulfanyl-*N*-biphenyl-2-ylmethyl-*N*-(4-chloro-phenyl)-benzamide;
- 35 *N*-Biphenyl-2-ylmethyl-*N*-(3,4-dimethoxy-phenyl)-2-propylsulfanyl-benzamide;

N-Biphenyl-2-ylmethyl-*N*-(3,4-dimethoxy-phenyl)-2-methylsulfanyl-benzamide;

N-Biphenyl-2-ylmethyl-*N*-(3,4-dimethoxy-phenyl)-2-isopropylsulfanyl-benzamide;

5 *N*-Biphenyl-2-ylmethyl-*N*-(3,4-dimethoxy-phenyl)-3-phenylsulfanyl-benzamide;

2-Benzylsulfanyl-*N*-biphenyl-2-ylmethyl-*N*-(3,4-dimethoxy-phenyl)-benzamide;

10 '*N*-Biphenyl-2-ylmethyl-*N*-(4-methoxy-phenyl)-2-(propane-1-sulfinyl)-benzamide; and

'*N*-Biphenyl-2-ylmethyl-*N*-(4-methoxy-phenyl)-2-(propane-2-sulfinyl)-benzamide.

18. The compounds:

15 '2-Benzenesulfinyl-*N*-biphenyl-2-ylmethyl-*N*-(4-chloro-phenyl)-benzamide;

'*N*-Biphenyl-2-ylmethyl-*N*-(3,4-dimethoxy-phenyl)-2-(propane-1-sulfinyl)-benzamide;

20 *N*-Biphenyl-2-ylmethyl-*N*-(3,4-dimethoxy-phenyl)-2-(propane-2-sulfinyl)-benzamide; and

N-Biphenyl-2-ylmethyl-*N*-(3,4-dimethoxy-phenyl)-2-phenylmethanesulfinyl-.

19. A pharmaceutical composition comprising a compound of Claim 1.

20. A pharmaceutical composition comprising a compound of Claim 7.

21. A method of treating atherosclerosis, the method comprising administering
25 to a patient having or at risk of having atherosclerosis a therapeutically effective amount of a compound of Claim 1.

22. A method of treating atherosclerosis, the method comprising administering
to a patient having or at risk of having atherosclerosis a therapeutically effective amount of a compound of Claim 7.

23. A method of treating restenosis, the method comprising administering to a patient having or at risk of having restenosis a therapeutically effective amount of a compound of Claim 1.
- 5 24. A method of treating restenosis, the method comprising administering to a patient having or at risk of having restenosis a therapeutically effective amount of a compound of Claim 7.
25. A method of treating coronary heart disease, the method comprising administering to a patient having or at risk of having coronary heart disease a therapeutically effective amount of a compound of Claim 1.
- 10 26. A method of treating coronary heart disease, the method comprising administering to a patient having or at risk of having coronary heart disease a therapeutically effective amount of a compound of Claim 7.
27. A method of treating hyperlipidemia, the method comprising administering to a patient having hyperlipidemia a therapeutically effective amount of a compound of Claim 1.
- 15 28. A method of treating hyperlipidemia, the method comprising administering to a patient having hyperlipidemia a therapeutically effective amount of a compound of Claim 7.
29. A method of treating hyperlipoproteinemia, the method comprising administering to a patient having hyperlipoproteinemia a therapeutically effective amount of a compound of Claim 1.
- 20 30. A method of treating hyperlipoproteinemia, the method comprising administering to a patient having hyperlipoproteinemia a therapeutically effective amount of a compound of Claim 7.

31. A method of treating hypercholesterolemia, the method comprising administering to a patient having hypercholesterolemia a therapeutically effective amount of a compound of Claim 1.
- 5 32. A method of treating hypercholesterolemia, the method comprising administering to a patient having hypercholesterolemia a therapeutically effective amount of a compound of Claim 7.
33. A method of treating hypertriglyceridemia, the method comprising administering to a patient having hypertriglyceridemia a therapeutically effective amount of a compound of Claim 1.
- 10 34. A method of treating hypertriglyceridemia, the method comprising administering to a patient having hypertriglyceridemia a therapeutically effective amount of a compound of Claim 7.
35. A method of treating obesity, the method comprising administering to an obese patient a therapeutically effective amount of a compound of Claim 1.
- 15 36. A method of treating obesity, the method comprising administering to an obese patient a therapeutically effective amount of a compound of Claim 7.
37. A method of lowering plasma concentrations of apoB containing lipoproteins, the method comprising administering to a patient in need of lowering of apoB containing lipoproteins in plasma a therapeutically effective amount of a compound of Claim 1.
- 20 38. A method of lowering plasma concentrations of apoB containing lipoproteins, the method comprising administering to a patient in need of lowering of apoB containing lipoproteins in plasma a therapeutically effective amount of a compound of Claim 7.
- 25

39. A method of lowering the plasma concentration of Lp(a), the method comprising administering to a patient in need of Lp(a) lowering a therapeutically effective amount of a compound of Claim 1.
- 5 40. A method of lowering the plasma concentration of Lp(a), the method comprising administering to a patient in need of Lp(a) lowering a therapeutically effective amount of a compound of Claim 7.
41. A method of lowering the plasma concentration of LDL, the method comprising administering to a patient in need of LDL lowering a therapeutically effective amount of a compound of Claim 1.
- 10 42. A method of lowering the plasma concentration of LDL, the method comprising administering to a patient in need of LDL lowering a therapeutically effective amount of a compound of Claim 7.
43. A method of lowering the plasma concentration of triglycerides, the method comprising administering to a patient in need of triglyceride lowering a therapeutically effective amount of a compound of Claim 1.
- 15 44. A method of lowering the plasma concentration of triglycerides, the method comprising administering to a patient in need of triglyceride lowering a therapeutically effective amount of a compound of Claim 7.